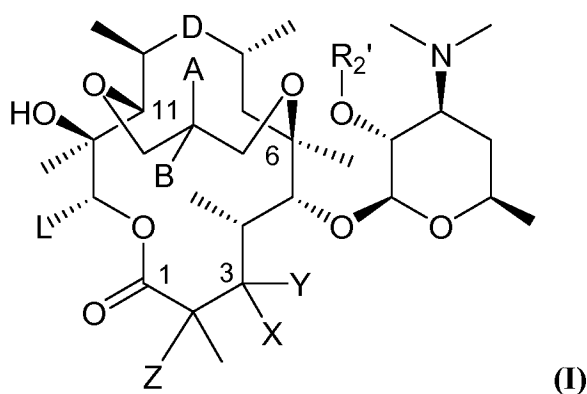


This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of Formula I, or a pharmaceutically acceptable salt or ester or pro-drug thereof:



wherein:

A is

- i) -OH;
- ii) -OR_p, where R_p is a hydroxy protecting group;
- iii) -R₁, where R₁ is aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- iv) -OR₁, where R₁ is as previously defined;
- v) -R₂, where R₂ is
 - (a) hydrogen;
 - (b) halogen;
 - (c) -C₁-C₆ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
 - (d) -C₂-C₆ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

- (e) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one or more substituents selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- vi) $-OR_2$, where R_2 is previously defined;
- vii) $-S(O)_nR_{11}$, where $n=0, 1$ or 2 , and R_{11} is R_1 or R_2 , where R_1 and R_2 are as previously defined;
- viii) $-NHC(O)R_{11}$, where R_{11} is as previously defined;
- ix) $-NHC(O)NHR_{11}$, where R_{11} is as previously defined;
- x) $-NHS(O)_2R_{11}$, where R_{11} is as previously defined;
- xi) $-NR_{14}R_{15}$, where R_{14} and R_{15} are each independently R_{11} , where R_{11} is as previously defined; or
- xii) $-NHR_3$, where R_3 is an amino protecting group;

B is

- i) hydrogen;
- ii) deuterium;
- iii) halogen;
- iv) $-OH$;
- v) $-R_1$, where R_1 is as previously defined;
- vi) $-R_2$, where R_2 is as previously defined; or
- vii) $-OR_p$, where R_p is as previously defined, provided that when B is halogen, $-OH$ or OR_p , A is R_1 or R_2 , where R_1 and R_2 are previously defined;

or, alternatively, A and B taken together with the carbon atom to which they are attached are

- i) $C=O$;
- ii) $C(OR_2)_2$, where R_2 is as previously defined;
- iii) $C(SR_2)_2$, where R_2 is as previously defined;
- iv) $C[-O(CH_2)_m]_2$, where $m=2$ or 3 ;
- v) $C[-S(CH_2)_m]_2$, where m is as previously defined;
- vi) $C=CHR_{11}$, where R_{11} is as previously defined;
- vii) $C=N-O-R_{11}$, where R_{11} is as previously defined;
- viii) $C=NNHR_{11}$, where R_{11} is as previously defined;
- ix) $C=NNHC(O)R_{11}$, where R_{11} is as previously defined;
- x) $C=NNHC(O)NHR_{11}$, where R_{11} is as previously defined;
- xi) $C=NNHS(O)_2R_{11}$, where R_{11} is as previously defined;
- xii) $C=NNHR_3$, where R_3 is as previously defined; or

xiii) $C=NR_{11}$, where R_{11} is as previously defined;

L is

- i) $-CH_3$;
- ii) $-CH_2CH_3$;
- iii) $-CH(OH)CH_3$;
- iv) $-C_1-C_6$ alkyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- v) $-C_2-C_6$ alkenyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or
- vi) $-C_2-C_6$ alkynyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

D is $-CH_2N(Q)-$, $-C(O)N(R')-$, or $-C(OR')=N-$, wherein R' is R_{11} as previously defined;

Q is

- i) hydrogen;
- ii) $-C_1-C_{12}$ -alkyl, C_3-C_{12} -alkenyl, or C_3-C_{12} -alkynyl, all optionally substituted with one, two or three substituents independently selected from:
 - (a) halogen;
 - (b) $-OR_6$, wherein R_6 is selected from:
 - 1. hydrogen;
 - 2. $-C_1-C_{12}$ -alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one, two, or three substituents independently selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
 - 3. aryl;
 - 4. substituted aryl;
 - 5. heteroaryl; and
 - 6. substituted heteroaryl;
 - (c) $-NR_4R_5$, where R_4 and R_5 are each independently R_6 , where R_6 is as previously defined, or in the alternative R_4 and R_5 , together with the atom to which they are attached, form a heterocycloalkyl or substituted heterocycloalkyl moiety;
 - (d) $-N-O-R_6$, where R_6 is as previously defined;

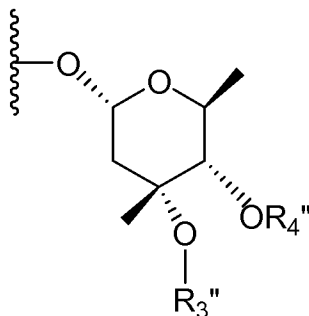
- (e) -R₁, where R₁ is as previously defined;
- (f) -C₃-C₈ -cycloalkyl;
- (g) substituted -C₃ -C₈ -cycloalkyl;
- (h) heterocycloalkyl;
- (i) substituted heterocycloalkyl;
- (j) -NHC(O)R₆, where R₆ is as previously defined;
- (k) -NHC(O)OR₇, where R₇ is selected from:
 - 1. -C₁ -C₁₂ -alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, optionally substituted with one, two, or three substituents independently selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
 - 2. aryl;
 - 3. substituted aryl;
 - 4. heteroaryl; or
 - 5. substituted heteroaryl;
- (l) -NHC(O)NR₄R₅, where R₄ and R₅ are as previously defined;
- (m) -OC(O)NR₄R₅, where R₄ and R₅ are as previously defined;
- (n) -OC(O)R₇, where R₇ is as previously defined;
- (o) -OC(O)OR₇, where R₇ is as previously defined;
- (p) -OC(O)NR₄R₅, where R₄ and R₅ are as previously defined,
- (q) -C(O)R₆, where R₆ is as previously defined,
- (r) -CO₂R₆, where R₆ is as previously defined, or
- (s) -C(O)NR₄R₅, where R₄ and R₅ are as previously defined;

X is hydrogen;

Y is

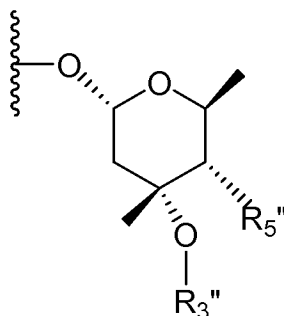
- i) hydrogen;
- ii) -OH;
- iii) -OR_p, where R_p is as previously defined;
- iv) -OR₁₁, where R₁₁ is as previously defined;
- v) -OC(O)R₁₁, where R₁₁ is as previously defined;
- vi) -OC(O)NHR₁₁, where R₁₁ is as previously defined;
- vii) -S(O)_nR₁₁, where n and R₁₁ are as previously defined;

viii)



(1) where R₃'' is hydrogen or methyl; R₄'' is hydrogen or R_p, where R_p is as previously defined;

ix)



(1) where R₃'' is as previously defined; R₅'' is NH₂ or R_{am}, where R_{am} is protected amino;

or, in the alternative, X and Y are combined together to form oxo;

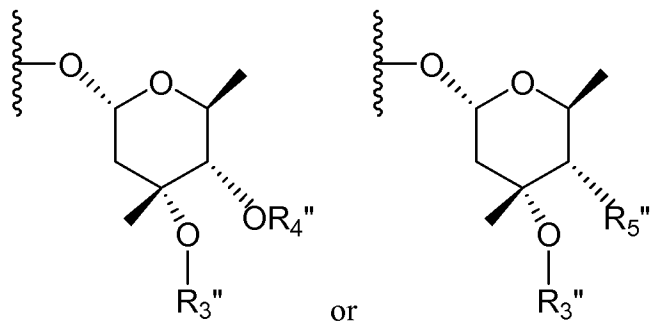
Z is

- i) hydrogen;
- ii) methyl; or
- iii) halogen; and

R₂' is hydrogen or R_p, where R_p is as previously defined.

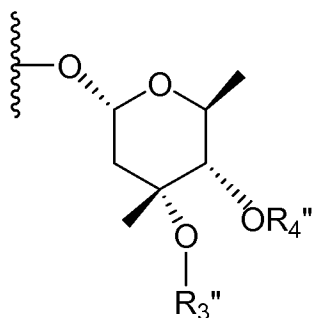
2. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, wherein D is -CH₂N(Q)-.

3. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, wherein D is $-\text{CH}_2\text{N}(\text{Q})-$; X is hydrogen; and Y is



wherein R_3'' , R_4'' and R_5'' are each as defined in claim 1.

4. (currently amended) A compound according to claim 3, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, wherein Y is



5. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, wherein D is $-\text{N}(\text{Q})\text{CH}_2-$ and X and Y taken together are oxo.

6. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, wherein D is $-\text{N}=\text{CH}(\text{OR}')$, wherein R' is as defined in claim 1.

7. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, wherein D is $-\text{C}(\text{O})\text{N}(\text{R}')$, wherein R' is as defined in claim 1.

8. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, selected from the group consisting of:

(i) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $C=CH_2$, D is $-CH_2N(Q)-$, $Q = X = Z = H$, $Y = OH$, $L = CH_2CH_3$, $R_2' = Ac$;

(ii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $C=CH_2$, $D = -CHN(Q)-$, $Q = Z = H$, X and Y taken together are oxo, $L = CH_2CH_3$, $R_2' = H$;

(iii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached are $C=CH_2$, $D = -CH_2N(Q)-$, $Q = CH_3$, $X = Z = H$, $Y = OH$, $L = CH_2CH_3$, $R_2' = H$;

(iv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached are $C=CH_2$, $D = -CH_2N(Q)-$, $Q = CH_3$, $Z = H$, X and Y taken together are oxo, $L = CH_2CH_3$, $R_2' = H$;

(v) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -CH_2N(Q)-$, $Q = X = Z = H$, $Y = OH$, $L = CH_2CH_3$, $R_2' = Ac$;

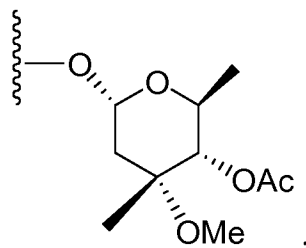
(vi) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -CH_2N(Q)-$, $Q = X = Z = H$, $Y = OH$, $L = CH_2CH_3$, $R_2' = H$;

(vii) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -CHN(Q)-$, $Q = Z = H$, X and Y taken together are oxo, $L = CH_2CH_3$, $R_2' = H$;

(viii) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -CH_2N(Q)-$, $Q = CH_3$, $X = Z = H$, $Y = OH$, $L = CH_2CH_3$, $R_2' = H$;

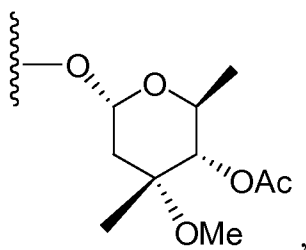
(ix) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -CHN(Q)-$, $Q = CH_3$, $Z = H$, X and Y taken together are oxo, $L = CH_2CH_3$, $R_2' = H$;

(x) a compound of Formula I, wherein $A = H$, $B = CH_3$, $D = -(C=NOH)-$, $X = Z = H$, $Y =$



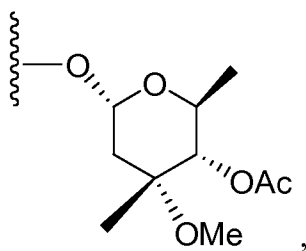
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{Ac}$;

(xi) a compound of Formula I, wherein $A = \text{H}$, $B = \text{CH}_3$, $D = -\text{C}(=\text{O})\text{NH}-$, $X = \text{Z} = \text{H}$, $Y =$



$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{Ac}$;

(xii) a compound of Formula I, wherein $A = \text{H}$, $B = \text{CH}_3$, $D = -\text{C}(=\text{O})\text{NH}-$, $X = \text{Z} = \text{H}$, $Y =$



$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xiii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached $= \text{C}=\text{CH}_2$, $D = -\text{CHN}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{-Ph}$, $\text{Z} = \text{X} = \text{H}$, $Y = \text{OH}$, $L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached $= \text{C}=\text{CH}_2$, $D = -\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{-Ph}$, $\text{Z} = \text{H}$, X and Y are taken together are oxo, $L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached $= \text{C}=\text{CH}_2$, $D = -\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{-(2-pyridyl)}$, $\text{Z} = \text{X} = \text{H}$, $Y = \text{OH}$, $L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached $= \text{C}=\text{CH}_2$, $D = -\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{-(2-pyridyl)}$, $\text{Z} = \text{H}$, X and Y taken together are oxo, $L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached $= \text{C}=\text{CH}_2$, $D = -\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{-(3-quinolyl)}$, $\text{Z} = \text{H}$, X and Y taken together are oxo, $L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CH₂N(Q)-, Q = CH₂-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CH₂N(Q)-, Q = CH₂(CH=CH)-Ph, Z = X = H, Y = OH, L = CH₂CH₃, R₂' = H;

(xx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CHN(Q)-, Q = CH₂(CH=CH)-Ph, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CH₂N(Q)-, Q = CH₂CH=CH-(2-pyridyl), Z = X=H, Y = OH, L = CH₂CH₃, R₂' = H;

(xxii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CHN(Q)-, Q = CH₂CH=CH-(2-pyridyl), Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxiii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CH₂N(Q)-, Q = CH₂C≡C-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH₂, D = -CH₂N(Q)-, Q = CH₂C≡C-(3-quinolyl), Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-Ph, D = -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-(3-pyridyl), D = -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-CH=CH-(3-quinolyl), D = -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-(3-quinolyl), D = -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H; and

(xxix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached = C=CH-Ph, D = -CHN(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H.

(xxx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH₂, D is -CH₂N(Q)-, Q = X = Z = H, Y = OH, L = CH₂CH₂CH₃, R₂' = H;

(xxxi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH₂, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, X = Z = H, Y = OH, L = CH₂CH₃, R₂' = H;

(xxxii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH₂, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxiii) a compound of Formula I, wherein A = H, B = CH₃, D = -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₂CH₃, R₂' = H;

(xxxiv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH₂N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=O, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH₂N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xxxix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-OH, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xli) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xlii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

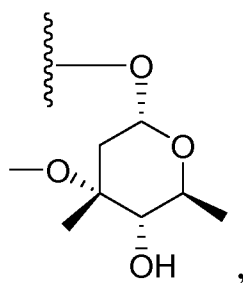
(xliii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xliv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xlv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

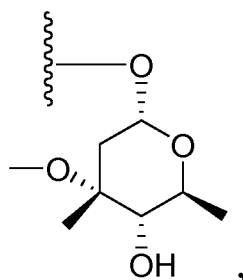
(xlvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = 5-[2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, Z = H, X and Y taken together are oxo, L = CH₂CH₃, R₂' = H;

(xlvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH₂, D is -CH₂N(Q)-, Q = X = Z = H, Y =



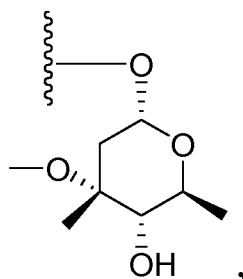
L = CH₂CH₃, R₂' = H;

(xlviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=CH₂, D is -CH₂N(Q)-, Q = CH₃, X = Z = H, Y =



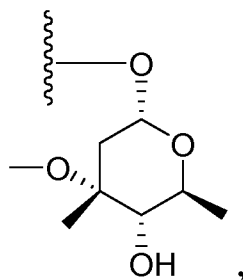
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xlvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{CH}_2$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{CH}_2\text{CH}_3$, $\text{X} = \text{Z} = \text{H}$, $\text{Y} =$



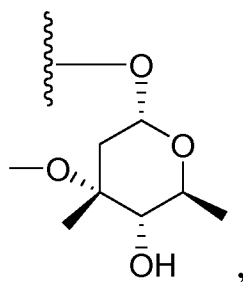
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(xlix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{N}-\text{O}-\text{R}_{11}$, $\text{R}_{11} = [5-(6\text{-aminopyrid-2-yl})\text{thien-2-yl}]\text{methyl}$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{X} = \text{Z} = \text{H}$, $\text{Y} =$



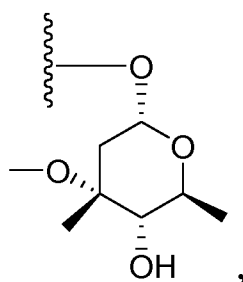
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(l) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{N}-\text{O}-\text{R}_{11}$, $\text{R}_{11} = [5-(6\text{-aminopyrid-2-yl})\text{thien-2-yl}]\text{methyl}$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_3$, $\text{X} = \text{Z} = \text{H}$, $\text{Y} =$



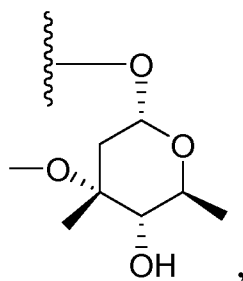
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(li) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{N}-\text{O}-\text{R}_{11}$, $\text{R}_{11} = [5-(6\text{-aminopyrid-2-yl})\text{thien-2-yl}]\text{methyl}$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_2\text{CH}_2\text{CH}_3$, $\text{X} = \text{Z} = \text{H}$, $\text{Y} =$



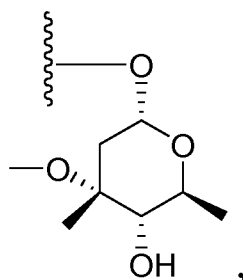
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(lii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{N}-\text{O}-\text{R}_{11}$, $\text{R}_{11} = [2-(\text{pyrazol-1-yl})\text{pyrid-5-yl}]\text{methyl}$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{X} = \text{Z} = \text{H}$, $\text{Y} =$



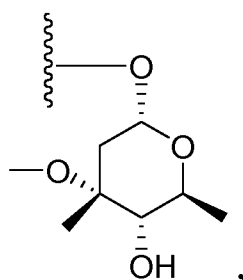
$L = \text{CH}_2\text{CH}_3$, $R_2' = \text{H}$;

(liii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is $\text{C}=\text{N}-\text{O}-\text{R}_{11}$, $\text{R}_{11} = [2-(\text{pyrazol-1-yl})\text{pyrid-5-yl}]\text{methyl}$, D is $-\text{CH}_2\text{N}(\text{Q})-$, $\text{Q} = \text{CH}_3$, $\text{X} = \text{Z} = \text{H}$, $\text{Y} =$



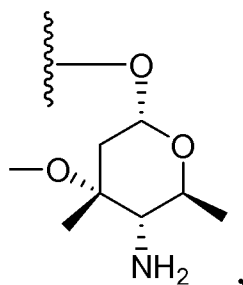
L = CH₂CH₃, R₂' = H;

(liv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, X = Z = H, Y =



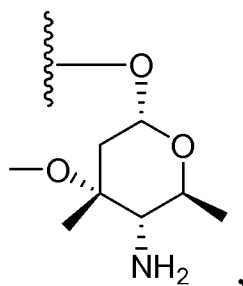
L = CH₂CH₃, R₂' = H;

(lv) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = X = Z = H, Y =



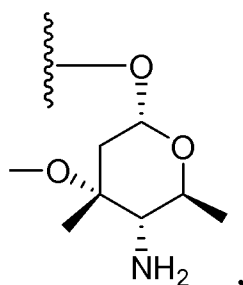
L = CH₂CH₃, R₂' = H;

(lvi) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = 2-[5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = CH₃, X = Z = H, Y =



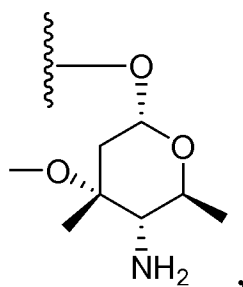
L = CH₂CH₃, R₂' = H;

(lvii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [5-(6-aminopyrid-2-yl)thien-2-yl]methyl, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, X = Z = H, Y =



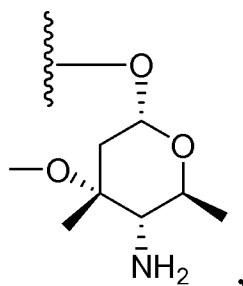
L = CH₂CH₃, R₂' = H;

(lviii) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = 5-[2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = X = Z = H, Y =



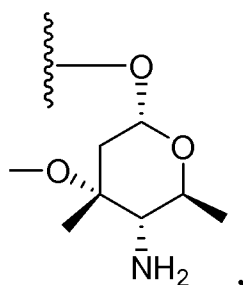
L = CH₂CH₃, R₂' = H;

(lix) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = CH₃, X = Z = H, Y =



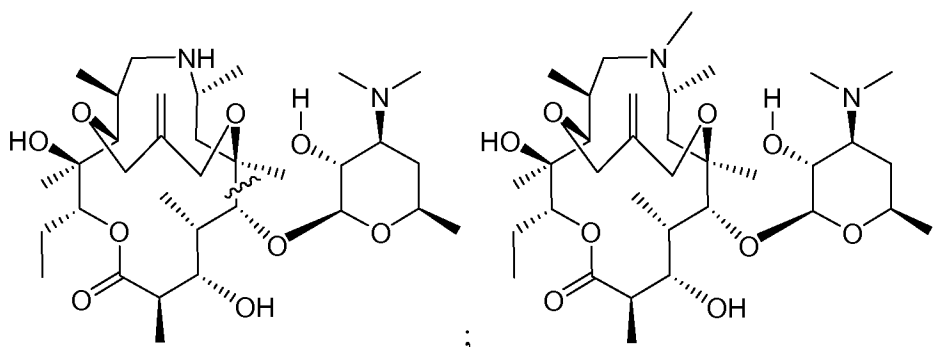
L = CH₂CH₃, R₂' = H; and

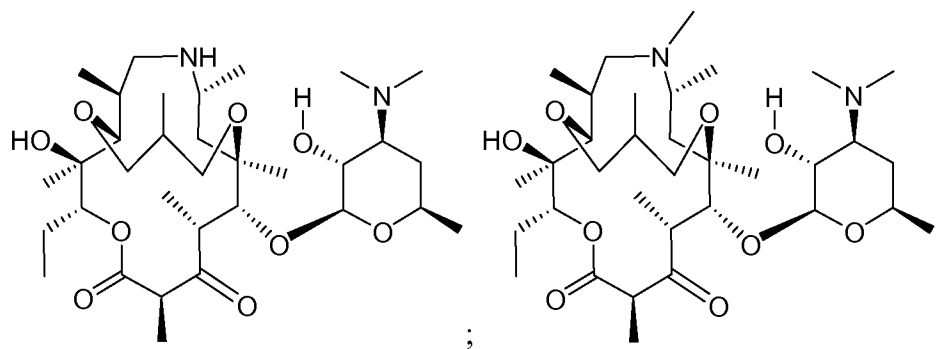
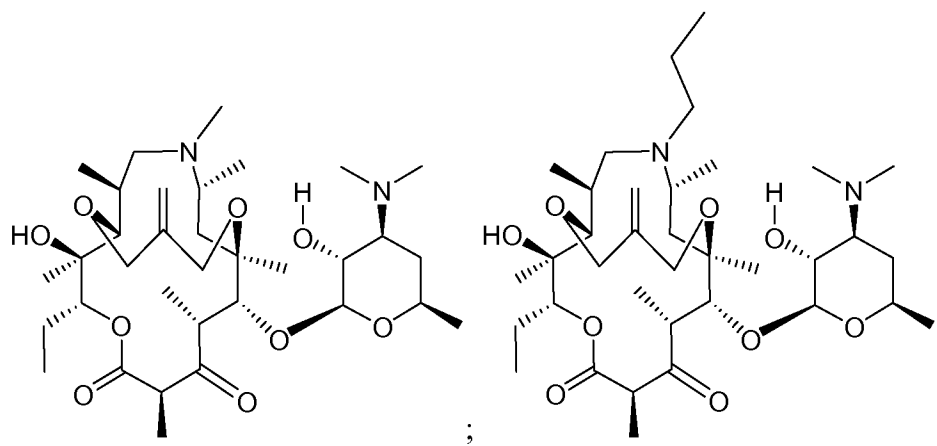
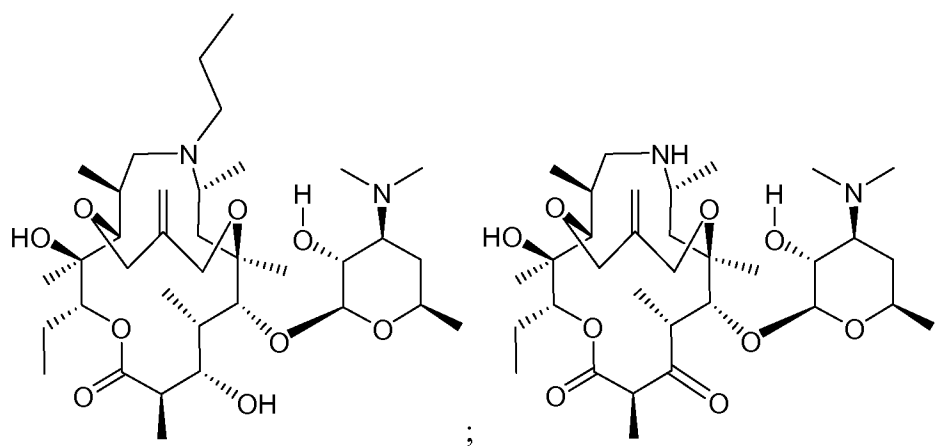
(lx) a compound of Formula I, wherein A and B taken together with the carbon atom to which they are attached is C=N-O-R₁₁, R₁₁ = [2-(pyrazol-1-yl)pyrid-5-yl]methyl, D is -CH₂N(Q)-, Q = CH₂CH₂CH₃, X = Z = H, Y =

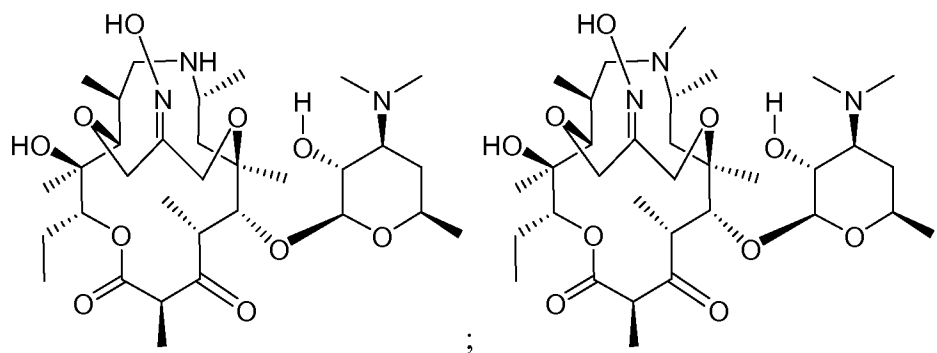
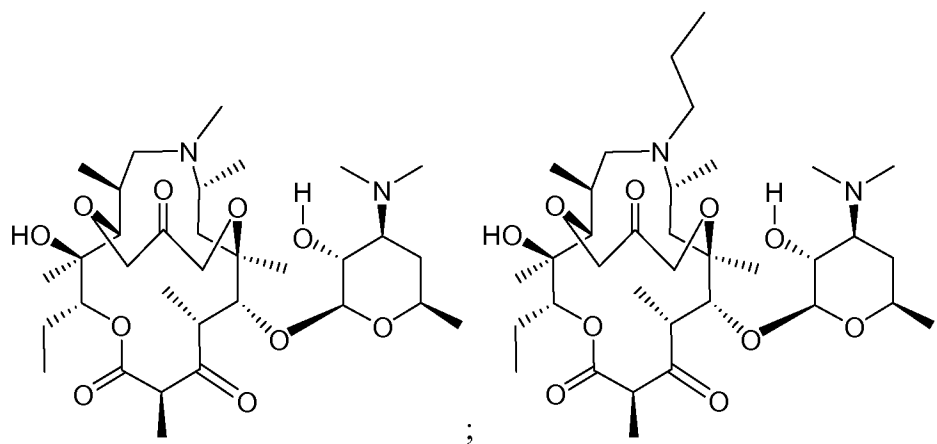
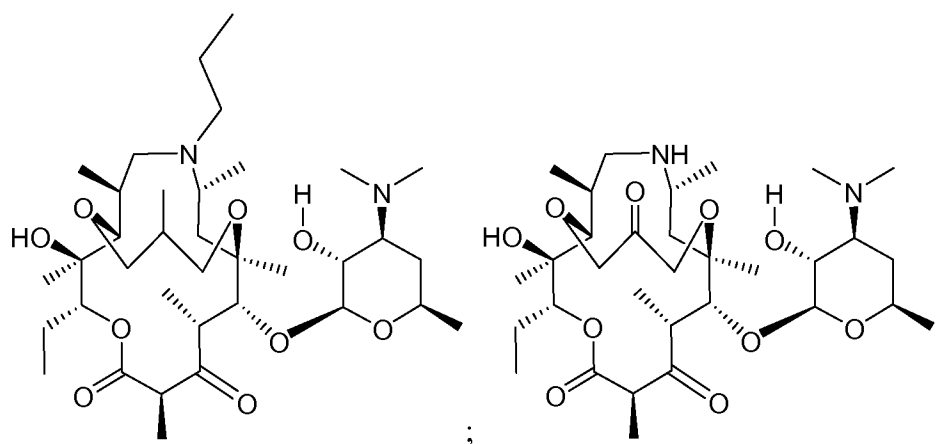


L = CH₂CH₃, R₂' = H.

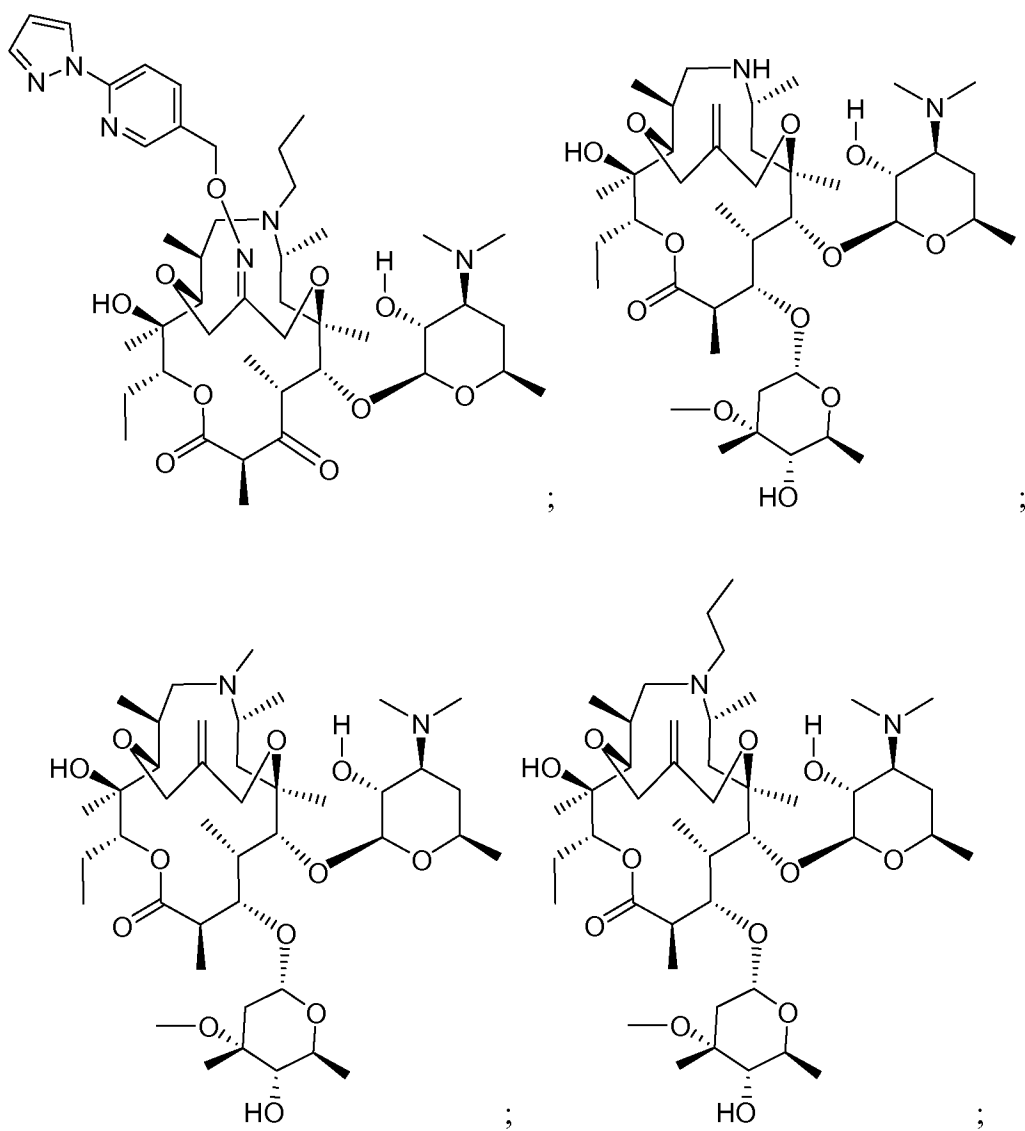
9. (currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ester or prodrug thereof, selected from the group consisting of:

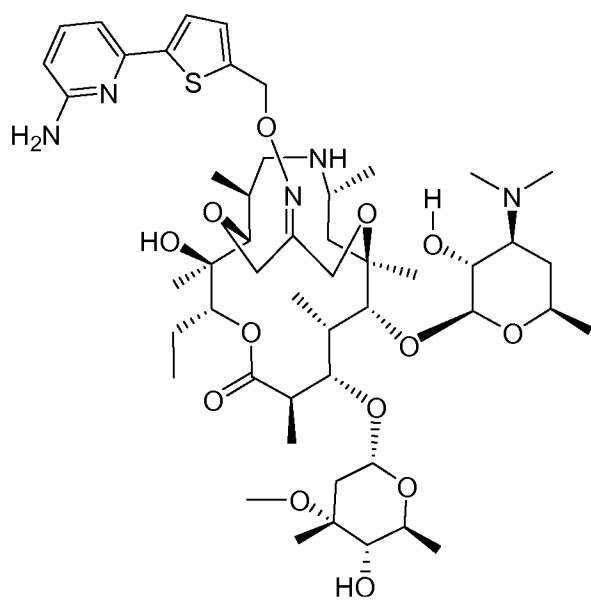




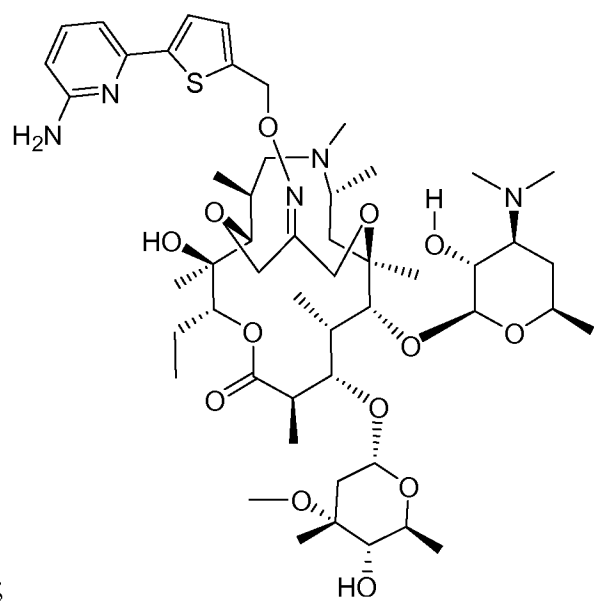




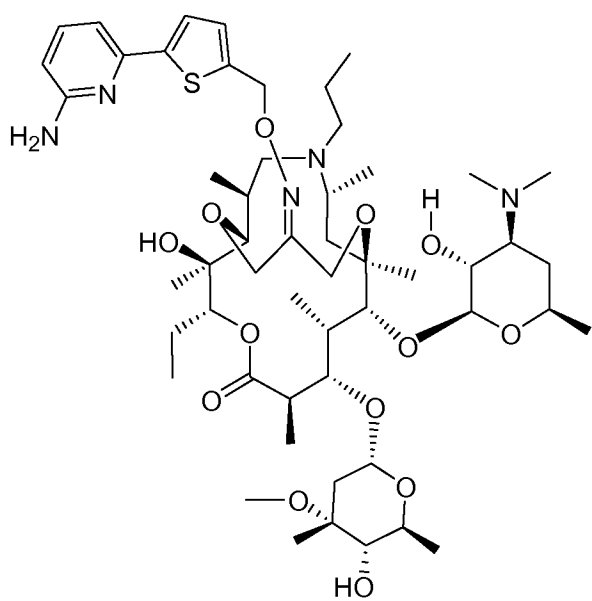




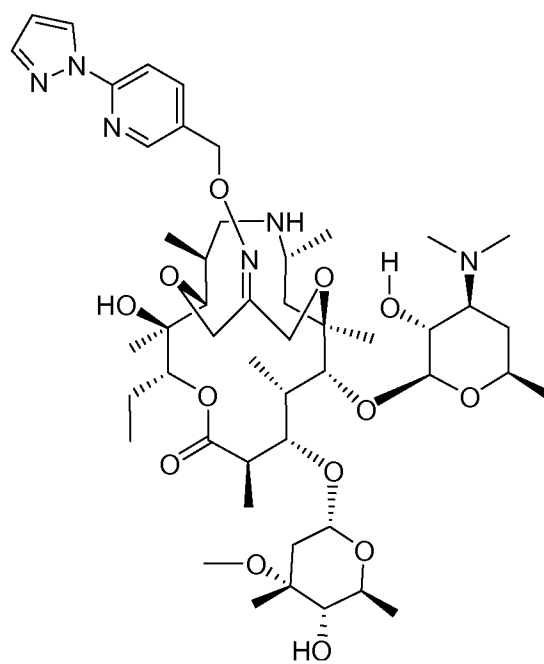
;



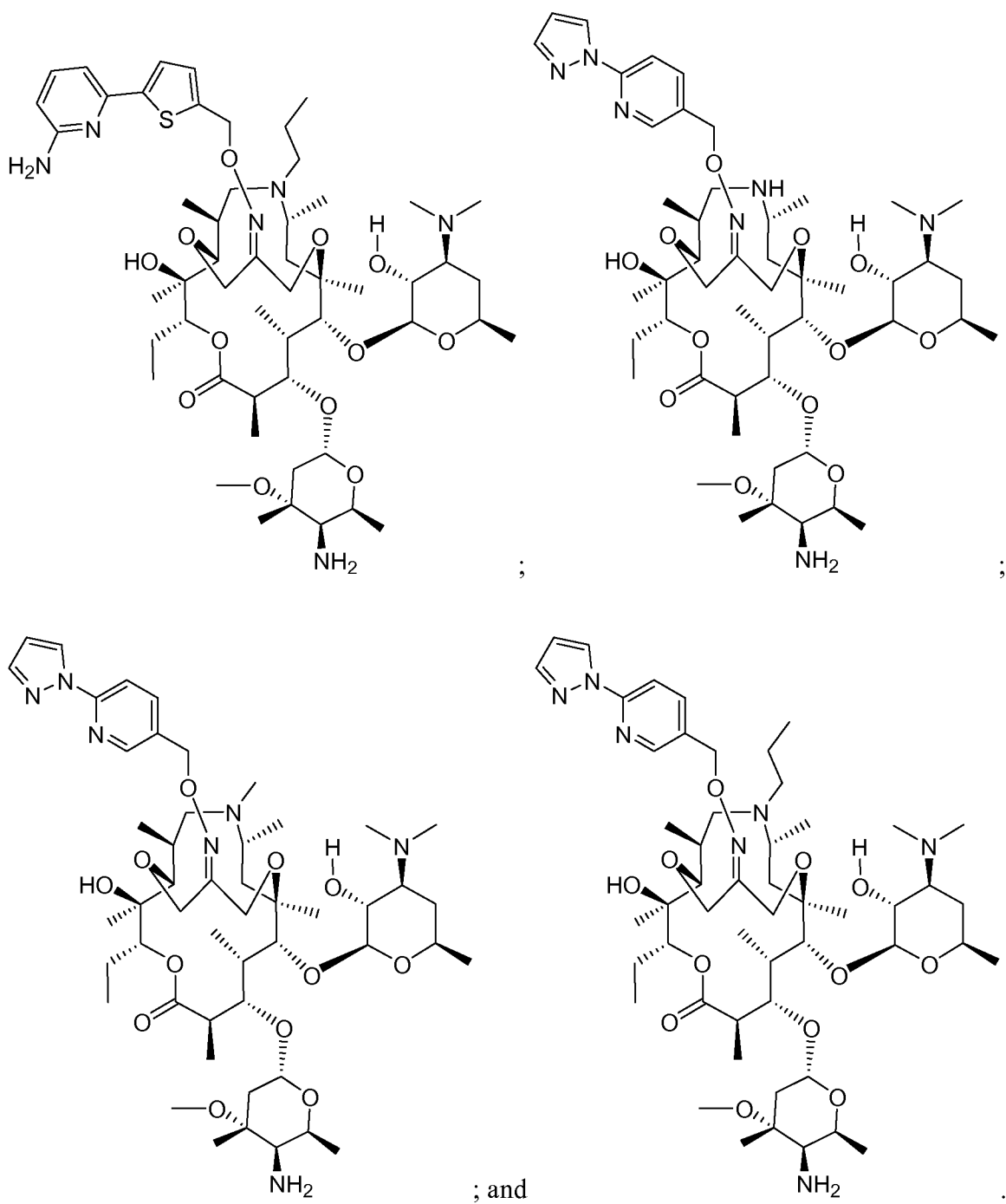
;



;



;



10. (currently amended) A pharmaceutical composition comprising:
- (i) a compound of Formula I as defined in claim 1, or a pharmaceutically acceptable salt or ester or pro-drug thereof, in an amount effective for treating or preventing a bacterial infection; and

(ii) a pharmaceutically acceptable carrier.

11. (currently amended) A pharmaceutical combination of

(i) a compound of Formula I as defined in claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof, and

(ii) an antibacterial agent other than a compound of Formula I or a salt, ester or prodrug thereof;

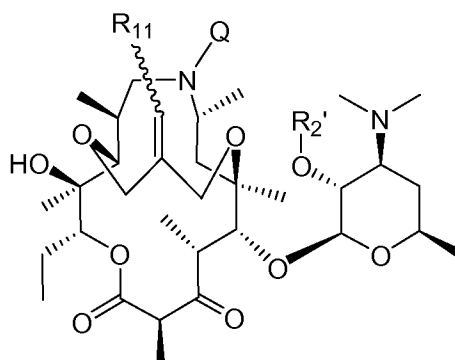
wherein the compound of Formula I or its pharmaceutically acceptable salt or ester ~~or prodrug~~ and the antibacterial agent are each employed in an amount that renders the combination effective for treating ~~or preventing~~ a bacterial infection.

12. (currently amended) A method for treating ~~or preventing~~ a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically ~~or prophylactically~~ effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt or ester ~~or prodrug~~ thereof.

13. (currently amended) A method for treating ~~or preventing~~ a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically ~~or prophylactically~~ effective amount of a pharmaceutical composition according to claim 10.

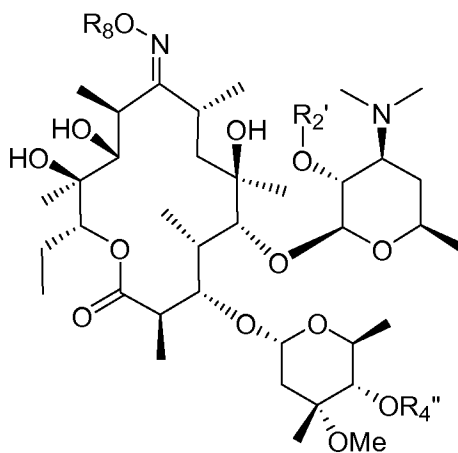
14. (currently amended) A method for treating ~~or preventing~~ a bacterial infection in a subject in need thereof, which comprises administering to the subject a therapeutically ~~or prophylactically~~ effective amount of a pharmaceutical combination according to claim 11.

15. (original) A process for the preparation of a compound of formula:

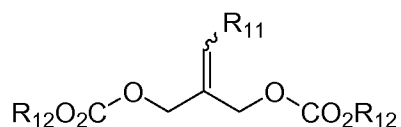


wherein Q and R2' are each as defined in claim 1, which comprises:

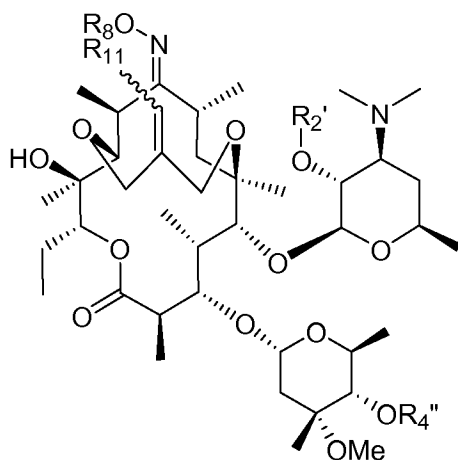
(1) reacting a compound of formula:



with an alkylating agent of formula:



in the presence of a phosphine ligand and Pd(O) catalyst under reflux conditions to prepare a compound of the Formula:



wherein:

R_8 is

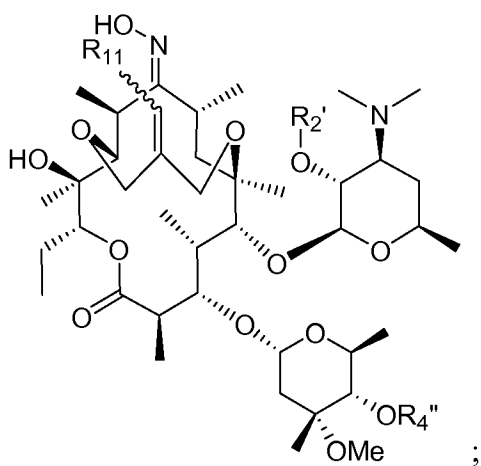
- hydrogen,
- $-\text{CH}_2\text{O}(\text{CH}_2)_2\text{OCH}_3$,
- $-\text{CH}_2\text{O}(\text{CH}_2\text{O})_n\text{CH}_3$ where n is zero, 1 or 2;
- $-\text{C}_1\text{-C}_{12}$ alkyl, optionally substituted with one or more substituents selected from aryl, substituted aryl, heteroaryl and substituted heteroaryl;

- e. -C₃-C₁₂ cycloalkyl;
- f. -C(O)-C₁-C₁₂ alkyl;
- g. -C(O)-C₃-C₁₂ cycloalkyl;
- h. -C(O)-R₁, where R₁ is as previously defined; or
- i. -Si(R_a)(R_b)(R_c), wherein R_a, R_b and R_c are each independently selected from C₁-C₁₂ alkyl, aryl and substituted aryl;

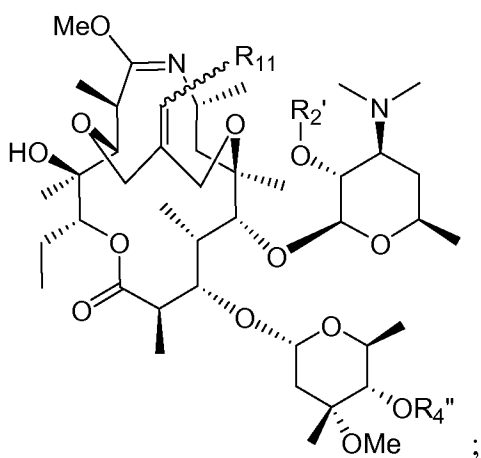
R₂' and R₄" are as previously defined in claim 1; and

R₁₁ is as defined in claim 1 and R₁₂ is C₁-C₁₂ alkyl;

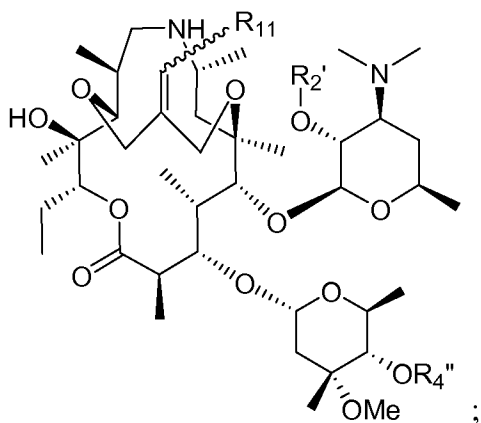
(2) treating the compound obtained in step (1) with an aqueous base to obtain the Z-oxime of formula:



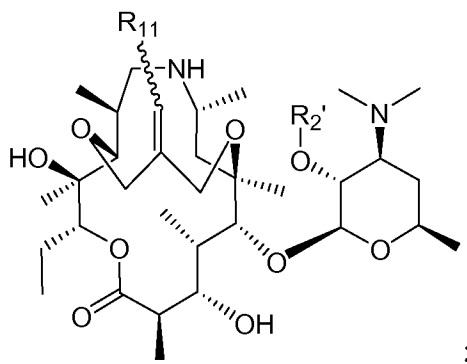
(3) reacting the compound prepared in step (2) with an oxime activating agent and quenching with methanol to prepare a compound of formula:



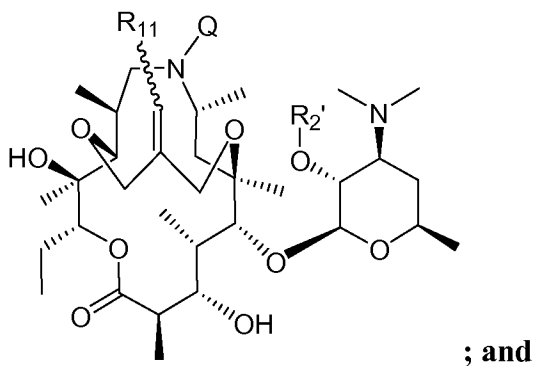
(4) reacting the compound prepared in step (3) with a reducing agent to prepare compound of formula:



(5) reacting the compound prepared in step (4) with a mild acid to prepare a compound of formula:

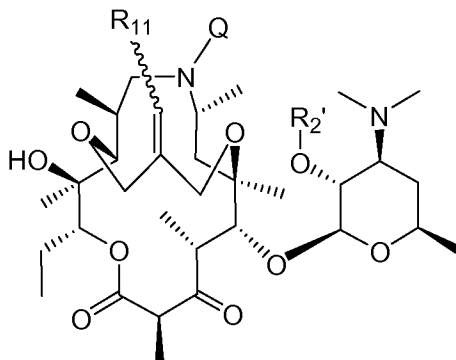


(6) reacting the compound prepared in step (5) with an agent containing the group Q selected from the group consisting of an alkylating agent, an alkyl halide in the presence of a base, and an aldehyde via reductive amination in the presence of NaCNBH₃ to prepare a compound of formula:

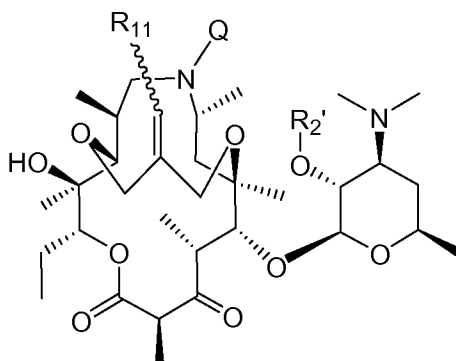


; and

(7) oxidizing the hydroxyl in the 3 position of the compound prepared in step (6) via Dess-Martin oxidation, Corey-Kim oxidation, or a Moffat oxidation to prepare a compound of formula:

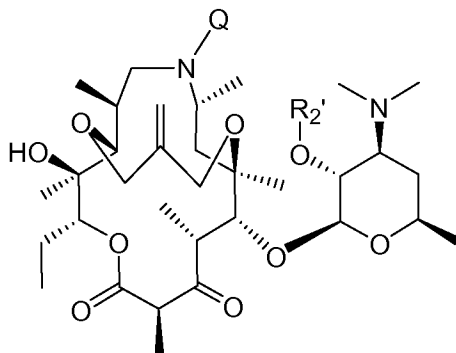


16. (original) A process of preparing compounds of formula:



which comprises

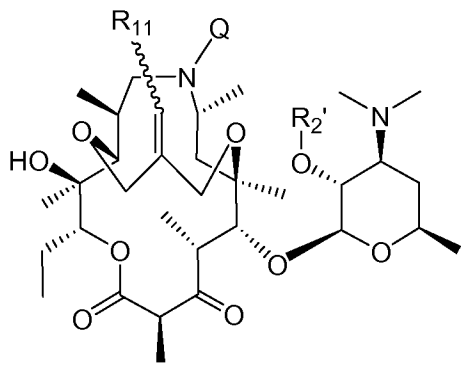
(a) reacting a compound of formula:



with CH₂=CH-R₁₁ in the presence of a ruthenium catalyst;

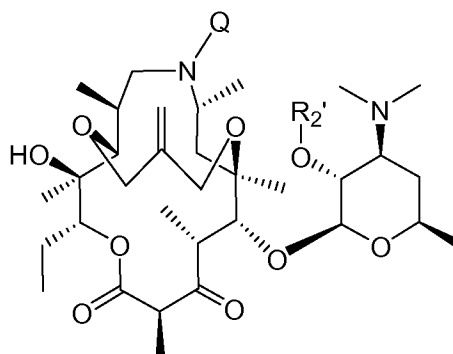
wherein Q, R₂' , and R₁₁ are each as defined in claim 1.

17. (original) A process of preparing compounds of formula:



which comprises

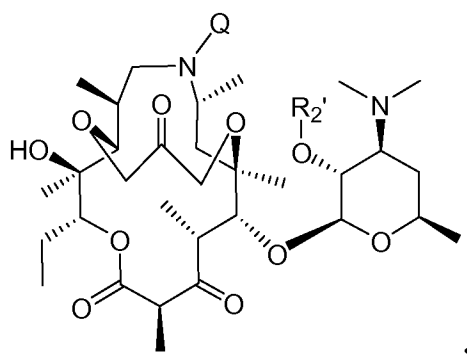
(a) reacting a compound of formula:



with R₁₁-halide under Heck coupling conditions using a palladium catalyst optionally with a phosphine ligand;

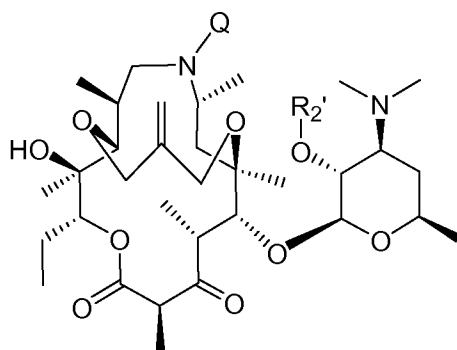
wherein Q and R₂' are each as defined in claim 1; and R₁₁ is aryl, substituted aryl, or C₁-C₆ alkyl substituted with aryl or substituted aryl.

18. (original) A process of preparing a compound of the Formula:



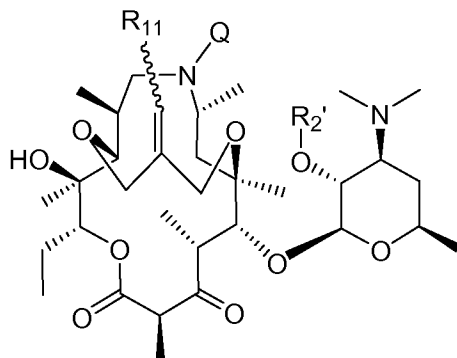
which comprises:

- (a) performing ozonolysis on a compound of formula:



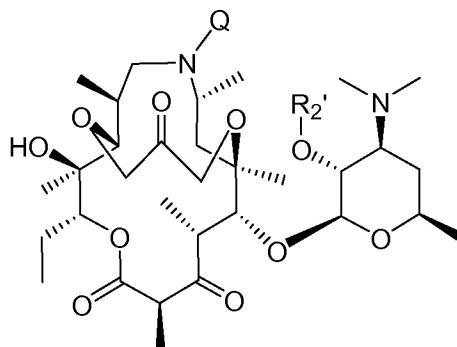
wherein Q and R₂' are each as defined in claim 1.

19. (original) A process of preparing a compound of formula:



which comprises:

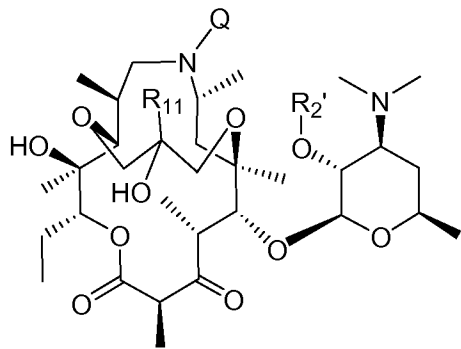
- (a) reacting a compound of formula:



with a phosphoylid under Wittig conditions;

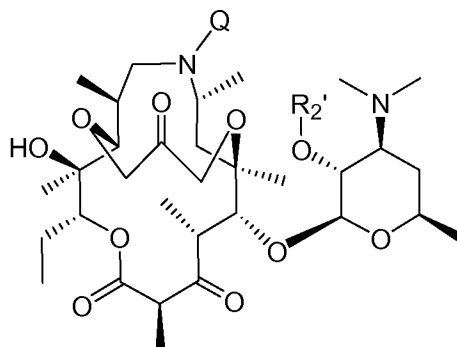
wherein Q, R2', and R11 are as defined in claim 1.

20. (original) A process of preparing a compound of formula:



which comprises:

(a) reacting a compound of formula:



with a Grignard reagent containing the R11 group;

wherein Q, R2', and R11 are as defined in claim 1.